

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----	:	X
	:	Chapter 11
In re:	:	
	:	Case No. 08-35653 (KRH)
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	
	:	Jointly Administered
Debtors.	:	
-----	:	
	:	X

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF  
Dow Lohnes, PLLC, AS A PROFESSIONAL UTILIZED IN THE ORDINARY  
COURSE OF BUSINESS**

DISTRICT OF COLUMBIA \_\_\_\_\_ )  
 ) ss:

Jonathan B. Hill, being duly sworn, deposes and says:

i) I am a Member of the firm Dow Lohnes PLLC (the “Firm”), which has been employed by the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)<sup>1</sup> in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion

1. The Debtors are the following entities: Tweeter Home Entertainment Group, Inc. ("Tweeter"), Hillcrest High Fidelity, Inc., NEA Delaware, Inc., New England Audio Co., Inc., Sound Advice, Inc., Sound Advice of Arizona, Inc., Sumarc Electronics, Inc., and THEG USA, L.P.

For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331  
Authorizing Debtors To Employ Professionals Utilized In The Ordinary  
Course Of Business (the "OCB Professionals Order").

1. The Firm was provided with a list of interested parties, a copy of which is annexed hereto as Exhibit 1, and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter:

(a) See Exhibit 2 annexed hereto.

2. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

3. The Firm has represented the Debtor Circuit City Stores in prior aircraft transactions dealing with the purchase and sale of various aircraft and an intellectual property licensing agreement for Circuit City with Premier Retail Networks.

4. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases.

None of those past or current representations are material. This Firm will be in a position to identify with specificity all such persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal [attorneys and paralegals/other professionals] designated to represent the Debtors and their current standard rates are:

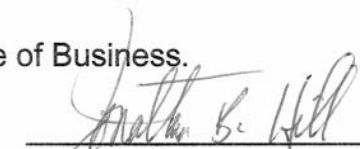
Jonathan B. Hill, Member, \$590/hr.

5. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its [attorneys and paralegals/other professionals] and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, reproduction, messenger services, long distance telephone, computerized research charges, travel and, in general, all identifiable expenses that would not have

been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

6. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm [nor by any member, counsel, or associate thereof] as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of Dow, Lohnes, PLLC as a Professional Utilized in the Ordinary Course of Business.

  
\_\_\_\_\_  
Jonathan B. Hill  
Member  
Dow Lohnes PLLC  
1200 New Hampshire Avenue, NW  
Suite 800  
Washington, DC 20036

Sworn to before me this 16<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
Deborah L. Kunkle

Deborah L. Kunkle  
Notary Public District of Columbia  
My Commission Expires 6/30/2011

**EXHIBIT 1**  
**Parties in Interest List**

<b>Circuit City Bankruptcy</b>	
<b>Current Clients</b>	<b>Comments</b>
Apple	
Bank of America, N.A.	
BrightHouse Networks	
Charter Communications	
Comcast	
Cox	
DeMatteo Monness LLC	
Direct Energy	
Federal Realty Investment Trust	
Garmin International	
Goldman Sachs & Co.	
HBK Fund, LP	
Hewlett-Packard	
Insight Communications, Inc.	
Kimco Realty Corporation	
Microsoft	
National Grid	
Orbis Investment Management Ltd	
Sprint Nextel Corporation	
SunTrust Bank	
Toshiba TEC America Retail Info. Sys.	
Wachovia Bank, N.A.	
West Marine Products Inc.	
Zenith Electronics Corp. & Zenith Equipment	
<b>Rural Celluar Corp. v. AT&amp;T Mobility Arbitration</b>	DL attorney serves as an arbitrator that involves AT&T Mobility.